



*STATE OF NEW JERSEY*

*Board of Public Utilities*

*Two Gateway Center*

*Newark, NJ 07102*

*www.bpu.state.nj.us*

TELECOMMUNICATIONS

IN THE MATTER OF THE JOINT PETITION)  
OF ONE CALL COMMUNICATIONS, INC. )  
FOR APPROVAL TO TRANSFER )  
EMERGENCY CALL COMPLETION )  
AUTHORIZATION )

ORDER OF APPROVAL

DOCKET NO. TM02030144

(SERVICE LIST ATTACHED)

BY THE BOARD:

On March 1, 2002, One Call Communications, Inc. (One Call) and OCMC, Inc. (OCMC) (collectively, Petitioners) filed a petition for the Board's approval for the transfer of the Emergency Call Completion Authorization previously granted by the Board to One Call.

BACKGROUND

One Call is an Indiana Corporation with primary business offices located in Carmel Indiana. One Call provides operator assisted telecommunications services, including collect, calling card, third-party, dial around, credit card, person-to-person and coin call (collectively, "operator services"). One Call does not provide local exchange carrier services in New Jersey and is considered a non-facilities based provider of telecommunications services or "reseller." One Call received the Board's authorization to handle "0-" emergency calls in 1993, See Order I/M/O The Filing By One Call Communications, Inc. d/b/a Opticom for Authorization to provide Emergency Call Completion, Docket No. TE93030086. OCMC is a recently formed Indiana corporation with primary business offices located in Carmel, Indiana. According to the petition, the majority ownership in OCMC is comprised of current officers and key employees of One Call and neither any individual shareholder of OCMC collectively holds majority interest in or exercises control over One Call. Petitioners submitted a copy of OCMC's Certificate of Authority.

The petition states that pursuant to an Asset Purchase Agreement dated January 31, 2002 (Purchase Agreement), OCMC intends to acquire right in and title to substantially all of the assets of One Call on the terms set forth therein. Those assets include furniture, fixtures, equipment, operations and service contracts, customer accounts and records, billing and collection assets, leasehold interests, and intellectual property, including the trade names "Opticom" and "One Call Communications d/b/a Opticom." Petitioners claim that OCMC will assume the obligations and liabilities pertaining to One Call's telecommunications services. The Purchase Agreement does not involve the transfer of any stock.

As per the Purchase Agreement, OCMC intends to provide operator services and long distance telecommunications services in New Jersey without change to One Call's provision of such services prior to the closing. OCMC will retain the current trade names of Opticom or One Call Communications d/b/a Opticom as well as tariffs filed with the Board. Thus, Petitioner claims that the transfer of operator services and long distance telecommunications services to OCMC will be transparent to One Call's current customers.

The petition states that petitioners have entered into a Telecommunications Management Agreement (Management Agreement) in which OCMC will manage One Call's provision of operator services and long distance services, pending the transfer to OCMC of all of the licenses and governmental approvals required in connection with such services. As per the Management Agreement, OCMC will continue the provision of such services in substantially the same manner and with the same personnel as provided by One Call immediately prior to execution of the Management Agreement. According to the petition, OCMC will provide notice to One Call's customers of change in telecommunications provider, pursuant to the FCC's streamlined authorization procedures 47 C.F.R. § 64.1120.

The petition states that the Petitioners intend to continue the same quality of services under their contemplated assumption of ownership of One Call's telecommunications business that have been and continues to be provided by One Call in New Jersey. The petitioners also requested that the Board issue a protective order sealing the record of this proceeding with respect to any confidential and proprietary information in which the Petitioners entered into the record of this proceeding. The petitioners subsequently withdrew this request.

The petition notes that as part of the consideration paid by OCMC to One Call under the Purchase Agreement are two promissory notes, each payable more than twelve months from the date of issuance.

By letter dated July 22, 2002, the Division of the Ratepayer Advocate (Advocate) submitted comments on this matter to the Board. The Advocate noted that additional documentation was necessary in order to evaluate the request under N.J.A.C. 48:2-51.1 and 48:3-7. Further, the Advocate noted that on the face of the petition, the transfer contemplated herein should generate no adverse impact on One Call customers or on the general public and would recommend approval of the Petition if documentation providing adequate support for the petition were provided.

A copy of a certification signed by Ann C. Bernard, the General Counsel to OCMC and the former Corporate Counsel to One Call was received by the Board which certifies that OCMC has the technical capability to meet the requirements of N.J.A.C. 14:10-6.5 and will continue to meet the requirements of that rule.

## FINDINGS AND CONCLUSIONS

After a thorough review of the petition and all related documents, the Board FINDS that there will be no negative impact on competition, rates, employees, or on the provision of safe and adequate service at just and reasonable rates. All services will continue to be provided to the Petitioners' New Jersey customers without interruption and pursuant to the same tariffs, contracts, rates, terms and conditions in existence prior to the transaction.

Accordingly, after careful review of this matter, the Board HEREBY APPROVES the request by Petitioners for all elements of the transaction. The Board DIRECTS OCMC to notify the Board of the consummation of these transactions within 30 days of settlement. In addition, the Board FINDS that OCMC complies with N.J.A.C. 14:10-6.5. Further, the Board FINDS that the issuance of the two promissory notes by OCMC is being made in accordance with law and the Board approving the purposes thereof, HEREBY APPROVES their issuance.

DATED: 8/01/02

BOARD OF PUBLIC UTILITIES  
BY:

(signed)  
JEANNE M. FOX  
PRESIDENT

(signed)  
FREDERICK F. BUTLER  
COMMISSIONER

(signed)  
CAROL J. MURPHY  
COMMISSIONER

(signed)  
CONNIE O. HUGHES  
COMMISSIONER

ATTEST:

(signed)  
KRISTI IZZO  
BOARD SECRETARY